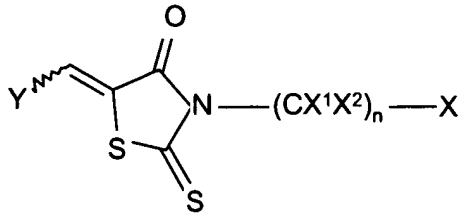
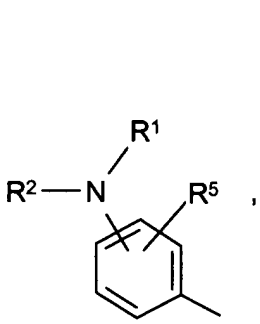
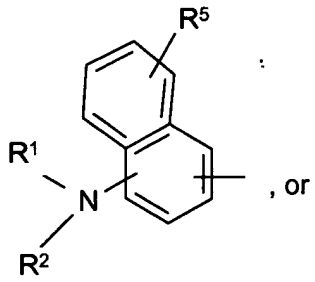
IN THE CLAIMS:

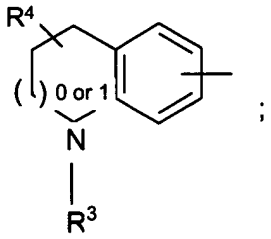
1. (Original): A compound having the Formula I:



I

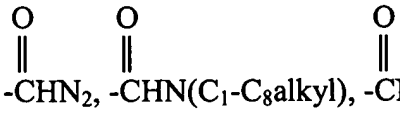
or a pharmaceutically acceptable salts thereof, wherein:

Y is  , or  , or

 ;

each n is independently 1 to 3 inclusive;

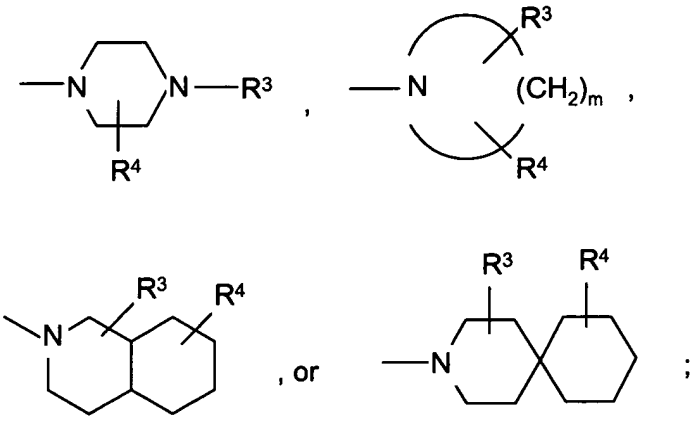
X^1 and X^2 are independently hydrogen or C_1-C_8 alkyl, or $-(CH_2)_y$-Z; y is 0 to 4 inclusive; Z is hydrogen, C_1-C_8 alkyl, C_3-C_8 cycloalkyl, C_1-C_8 perfluoroalkyl, C_2-C_8 alkenyl, phenyl, substituted phenyl, naphthyl, substituted naphthyl, -OH, -OC_1-C_8 alkyl, -SC_1-C_8 alkyl, -SO_3H, -CO_2H, -CO_2-C_1-C_8 alkyl,



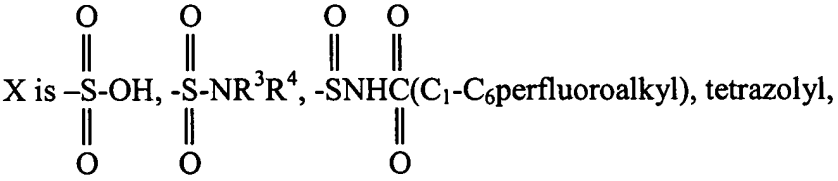
-CHN_2, -CHN(C_1-C_8alkyl), -CN(C_1-C_8alkyl)$_2$, -NH_2, -NH(C_1-C_8alkyl),

$-N(C_1\text{-}C_8alkyl)_2$, $-NCC_1\text{-}C_8$ alkyl, guanidinyl, thienyl, imidazolyl, thiazolyl, or indolyl;

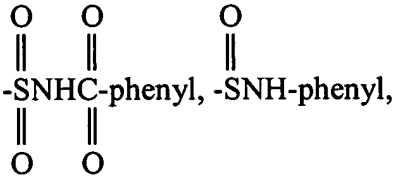
R^1 and R^2 are independently $C_1\text{-}C_8$alkyl or $-(CH_2)_n\text{-}C_3\text{-}C_6$cycloalkyl, $-(CH_2)_n$-phenyl, or R^1 and R^2 taken together with the nitrogen atom to which they are attached form a cyclic structure selected from



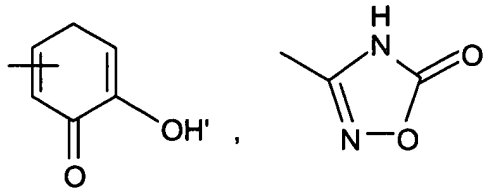
where R^3 and R^4 independently are hydrogen, $C_1\text{-}C_8$ alkyl, $-(CH_2)_n$-phenyl, or $-(CH_2)_n$ cycloalkyl; R^5 is hydrogen, $C_1\text{-}C_8$ alkyl, halogen, or $-CF_3$; each m is 2 to 8 inclusive;

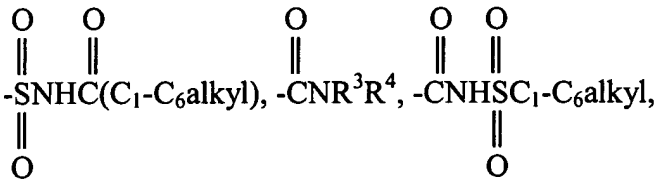


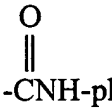
X is $-S\text{-}OH$, $-S\text{-}NR^3R^4$, $-SNHC(C_1\text{-}C_6$perfluoroalkyl), tetrazolyl,

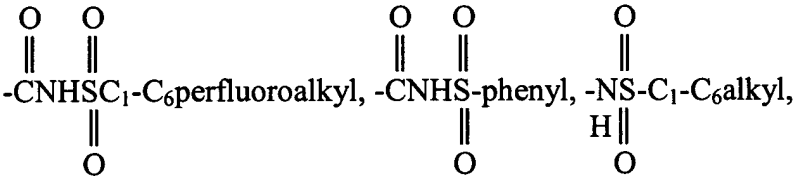


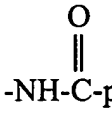
$-SNHC$-phenyl, $-SNH$-phenyl,

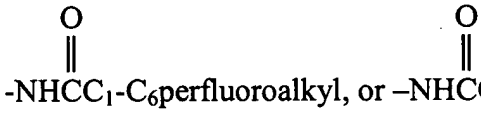












2. (Original): A compound in accordance with Claim 1 wherein R^1 is methyl, and R^2 is pentyl or hexyl.

3. (Original): A compound in accordance with Claim 1 wherein the

R^1
\
N- group is located at the para position on the phenyl ring.
/
R^2

4. (Currently Amended): The compounds:

(Z) 2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid;

(Z) 2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid methylamide;

(Z) 2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid trifluoroacetyl-amide;

(Z) 2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-~~thiazolidi~~thiazolidin-3-yl} -N-methyl-acetamide;

(Z) N-({5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) N-{5-[4-(Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-methanesulfonamide;

(Z) C,C,C-Trifluoro-N-({5-[4-(hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) N-{5-[4-(Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl}-

C,C,C-trifluoro-methanesulfonamide;

(Z) N-(2-{5-[4-(hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolin-3-yl}-ethyl)-methanesulfonamide;

(Z) N-(2-{5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-benzenesulfonamide;

(Z) C,C,C-Trifluoro-N-(2-{5-[4-(hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-methanesulfonamide;

(Z) 2,2,2-Trifluoro-N-(2-{5-[4-(hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-acetamide;

(Z) N-(2-{5-[4-Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethyl)-acetamide;

(Z) {5-[4-(Hexyl-methyl-amino)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl } - methanesulfonic acid;

(Z) 5-[4-(Hexyl-methyl-amino- benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) 5-(4-Dipentylamino-benzylidene)-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-{[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-C,C,C-trifluoro-methanesulfonamide;

(Z) N-{[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-benzenesulfonamide;

(Z) 5-(4-Dibutylamino-benzylidene)-3-(l H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-{2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-methanesulfonamide;

(Z) N-{2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-benzenesulfonamide;

(Z) 5-[(4aS,8aR)-4-(Octahydro-isoquinolin-2-yl)-benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-(2-{5-[(4aS,8aR)-4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) N-{2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl)-4-fluoro-benzenesulfonamide;

(Z) 2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z) N-{2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-acetyl}-4-fluoro-benzenesulfonamide;

(Z) 2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid benzoylamide;

(Z) 2-{5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid benzoylamide;

(Z) 2-{5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yI}-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z) 2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic

acid 4-fluoro-benzoylamide;

(Z) 3-(5-Hydroxy-4-oxo-4H-pyran-2-ylmethyl)-5-[4-(octahydro-isoquinolin-2-yl)-benzylidene]-2-thioxo-thiazolidin-4-one;

(Z) 5-(4-Dibutylamino-benzylidene)-3-(5-hydroxy-4-oxo-4H-pyran-2-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) 3-(5-Hydroxy-4-oxo-4H-pyran-2-ylmethyl)-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-4-one;

(Z) 5-[4[(4-Propyl-piperidin-1-yl)-benzylidene]-3-(1H-tetrazol-5-ylmethyl)-2-thioxo-thiazolidin-4-one;

(Z) N-(2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) N-(2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) 4-Fluoro-N-(2-{5-[(4aS,8aR)-4-(octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) 4-Fluoro-N-(2-{4-oxo-5-[4-(4-propyl-piperidin- l-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-acetyl)-benzenesulfonamide;

(Z) 2-[5-(4-Hexyl-methyl-amino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z) N-({5-[4[(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-methanesulfonamide;

(Z) N-({5-[4[(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}-acetyl)-C,C,C-trifluoro-methanesulfonamide;

(Z) N-(2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-acetyl)-C,C,C-trifluoro-methanesulfonamide;

(Z) 2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z) 2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z) 2-[5-(4-Hexyl-methyl-amino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid methylamide;

(Z) N-2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid methylamide;

(Z) 2-{5-[4-(octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}S-ethanesulfonic acid methylamide;

(Z) 2-{5-[4-(Octahydro-isoquinolin-2-yl)-benzylidene]-4-oxo-2-thioxo-thiazolidin-3-yl}S-ethanesulfonic acid trifluoroacetylamide;

(Z) N-2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid trifluoroacetylamide;

(Z) 2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid trifluoroacetylamide;

(Z) 2-[5-(4-Dibutylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid trifluoroacetylamide;

(Z) 2-[5-(4-Dipentylamino-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid benzoylamide;

(Z) 2-[5-(4-Hexyl-methyl-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic

acid benzoylamide;

(Z) N-2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid benzoylamide;

(Z) N-2-{4-Oxo-5-[4-(4-propyl-piperidin-1-yl)-benzylidene]-2-thioxo-thiazolidin-3-yl}-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z) 2-[5-(4-Hexyl-methyl-benzylidene)-4-oxo-2-thioxo-thiazolidin-3-yl]-ethanesulfonic acid 4-fluoro-benzoylamide;

(Z) [5-(4-Hexyl-methyl-amino)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4one;

(Z) [5-(4-Propyl-piperidin-1-yl)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4one;

(Z) [5-(4-Octahydro-isoquinolin-2-yl)-benzylidene]-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4one;

(Z) 5-(4-Dipentylamino-benzylidene)-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one; or

(Z) 5-(4-Dibutylamino-benzylidene)-3-(5-oxo-4,5-dihydro-[1,2,4]oxadiazol-3-ylmethyl)-2-thioxo-thiazolidin-4-one.

5. (Original): A pharmaceutical composition comprising a compound of Claim 1.

6. (Original): A method of treating Alzheimer's disease, the method comprising administering to a patient having Alzheimer's disease a therapeutically effective amount of a compound of Claim 1.

7. (Original): A method of inhibiting the aggregation of amyloid proteins to form amyloid deposits, the method comprising administering to a patient in need of inhibition of the aggregation of amyloid proteins an amyloid protein aggregation inhibiting amount of a compound of Claim 1.

Claims 8 – 11. (Cancelled).